

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MISSOURI
KANSAS CITY DIVISION**

IN THE MATTER OF)	
)	Case No. BK 15-41915-11
GAS-MART USA, INC. et al.,)	(Lead Case)
)	
Debtors. ¹)	Chapter 11

NOTICE OF AUCTION RESULTS AND CERTAIN DESIRED 365 CONTRACTS

Pursuant to Fed. R. Bank. P. 6004(f) and the Bid Procedures Order identified below, Debtors hereby notify the Court and all parties in interest of the following:

1. On December 7, 2015, Debtors filed a *Motion to Approve (a) One or More Potential Sale(s) of All Assets Free and Clear of all Liens, Interests, Claims and Encumbrances, and Related Procedures and Bid Protection Pursuant to 11 U.S.C. §363, and (b) The Potential Assumption and Assignment, or Rejection, of Certain Executory Contracts and Unexpired Leases, and Related Procedures Pursuant to 11 U.S.C. §365, and (c) The Potential Abandonment of Certain Assets Pursuant to 11 U.S.C. §554, and (d) Related Relief Pursuant to 11 U.S.C. §105* [Docket No. 449] (the “Sale Motion”) in cases jointly administered under Case No. 15-41915 (the “Cases”) currently pending in the United States Bankruptcy Court for the Western District of Missouri (the “Bankruptcy Court”).²

2. In the Sale Motion, among other things, the Debtors seek an order of the Bankruptcy Court: (a) authorizing the Debtors to sell, pursuant to Bid Procedures set forth in Exhibit A to the Sale Motion and attached hereto, outside the ordinary course of business and free and clear of all liens, claims, encumbrances, and interests, all of the Debtors’ right, title and interest substantially all of the assets owned by the Debtors (collectively, the “Assets”) to the Successful Bidder(s)³; (b) authorizing the Debtors to assume and assign the Desired 365 Contracts (as defined below), to the extent that the Successful Bidder(s) requests such assumption and assignment; (c) authorizing the Debtors to reject certain Remaining 365 Contracts (as defined below) to the extent that the Successful Bidder(s) do not request assumption and assignment; (d) authorizing the Debtors to abandon assets to be specified by the Debtors that end up not being sold to the Successful Bidder(s)⁴; and otherwise granting all necessary and appropriate related relief. **A copy of the Sale Motion can be obtained at the website listed below.**

¹ Gas-Mart USA, Inc., debtor and debtor-in-possession in Case BK 15-41915-11, Aving-Rice, LLC, debtor and debtor-in-possession in Case BK 15-41917-11, Fran Transport & Oil Co., debtor and debtor-in-possession in Case BK 15-41918-11, G&G Enterprises, LLC, debtor and debtor-in-possession in Case BK 15-41919-11, and Fuel Service Mart, Inc., debtor and debtor-in-possession in Case BK 15-42930-11 (collectively referred to herein as “Debtors”).

² Copies of the pleadings referenced in this Notice can be obtained at this website maintained by the Claims and Noticing Agent: <http://www.bmcgroup.com/restructuring/GenInfo.aspx?ClientID=374>

³ Capitalized terms not defined herein shall have the meanings ascribed to them in the Sale Motion and Bid Procedures.

⁴ Including but not limited to assets located at leased premises not assumed or assigned to Successful Bidder(s)

Auction Results

3. On December 17, 2015, after appropriate notice and hearing, this Court entered that certain *Order Approving the Procedures for the Solicitation of Offers for (a) One or More Potential Sale(s) of All Assets Free and Clear of all Liens, Interests, Claims and Encumbrances, and Related Procedures and Bid Protection Pursuant to 11 U.S.C. §363, and (b) The Potential Assumption and Assignment, or Rejection, of Certain Executory Contracts and Unexpired Leases, and Related Procedures Pursuant to 11 U.S.C. §365, and (c) The Potential Abandonment of Certain Assets Pursuant to 11 U.S.C. §554, and (d) Related Relief Pursuant to 11 U.S.C. §105* [Docket No. 476] (the "Bid Procedures Order"). The Bid Procedures Order approved certain Bid Procedures and other relief requested in the Sale Motion.

4. On December 19, 2016, the Auction contemplated in the Sale Motion and Bid Procedures Order was held. Ten Qualified Bidders participated in the Auction. The Auction commenced at approximately 9:30 a.m. prevailing Central time, and concluded at approximately 7:15 p.m. prevailing Central time. A copy of the sign-in sheet for the people at the auction is attached as Exhibit A.

5. An itemized statement of the property sold, the name of each party who submitted a Successful Bid, and the price received for each item or lot is attached as Exhibit B. In addition, the Sale Agent has identified the highest and best bid for certain assets of Fran Transport & Oil Co. to be the bid of \$285,000 by Sentinel. However, at the time this Notice is filed, the Sale Agent is not able to identify the highest and best bid for the remaining assets because (a) the Fortress/Lion and GPM/PPRE bids have not yet been reduced to a final executed Asset Purchase Agreement, and (b) the consent of the Senior Lien Holder for the Property(ies) affected by such Qualified Bids has not been obtained.

Desired 365 Contracts

6. At the time this Notice is filed, the only known Desired 365 Contracts within the meaning of the bid Procedures Order are the unexpired nonresidential real property leases identified in Exhibit C. However, pursuant to the Bid Procedures Order, the Debtors reserve the right to further amend Exhibit B at any time prior to a closing with a Successful Bidder.

STINSON LEONARD STREET LLP

By: /s/ Paul M. Hoffmann

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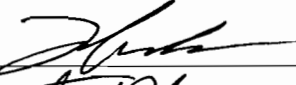
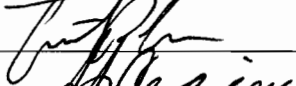
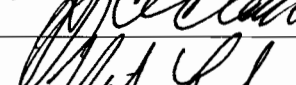
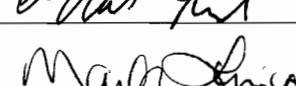
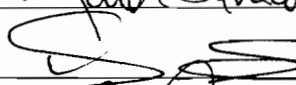

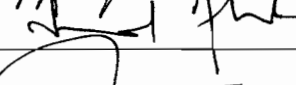
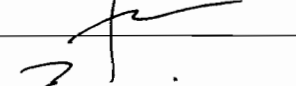
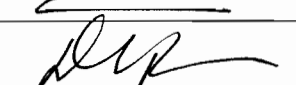
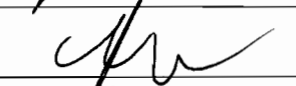


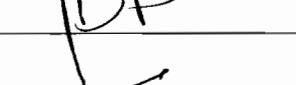


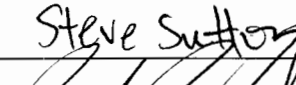
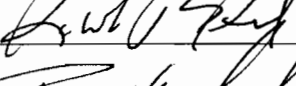


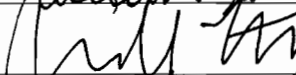



COUNSEL FOR THE DEBTORS

Exhibit A

Auction Sign-In Sheet

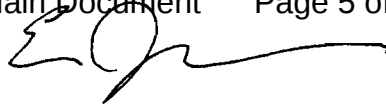
[see attached]

Gas-Mart Auction - January 19, 2016 - Sign-Up Sheet

	Printed Name	Signature	Company
1	Mark Benedict		Husch Blackwell, LLP
2	TIMOTHY LAVELLE		SNC JT Holdings
3	John Cruciani		Husch Blackwell
4	Nate Lincoln		Lincoln Farm + Home
5	MARK LINCOLN		" " "
6	Sillon Shupe		Meyer Oil Co
7	JEFF CAGLE		Central Trans.
8	Jay Atkins		PROGRESSIVE PETROLEUM
9	FARUKH BAGASRA		Progressive Petroleum
10	HA...		"
11	Dennis Ruben		NRC Realty Advisors
12	Tan Walker		NRC
13	Ann Kotler		GPM
14	Dale Schwan		GPM
15	Don Peters		Lion
16	James K. HARRIS		Lion
17	John Beck		Lion
18	Paul Francis		Farm-Boston
19	Glebe Butler		Wells Fargo
20	Richard Peil		Class Return
21	Paul Sinclair		Bolsinelli
22	Devon Eggert		Frederick
23	Danny Strand		D/S LLC, J/P LLC
24	Rich LAUTER		"

& SEE REVERSE

Eric Johnson



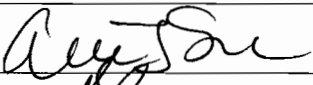


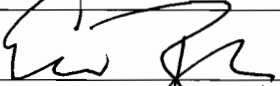
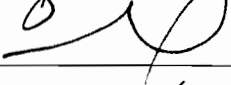
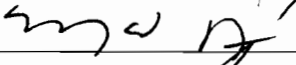


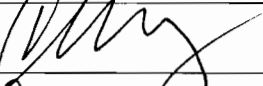

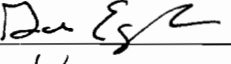
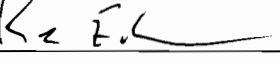
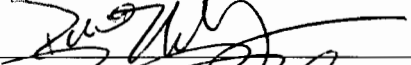

Spencer Fine LLP

Seth Goldstein



Spencer Fine

Gas-Mart Auction - January 19, 2016 - Sign-Up Sheet

	Printed Name	Signature	Company
25	ARIELLA SIMMONDS		SIDLEY AUSTIN
26	Greg Shoemaker		Fortress
27	Karth Witten		Gilliland & Hayes Fidelity & Pop. Co. of Md.
28	RON FUHR	CALL-IN	
29	Even Bum		Miss Lane
30	Jeff Deines		Lantz Clark Deines PA
31	Maek Nuss		Umg
32	Bin Hoover		S. Line
33	Mark Mooritz		Phillips CG
34	Chris Henry		Cardtronics / Payne & Jones
35	JEFF Aldridge	CALL IN	
36	EYAL SHAWLITZ	CALL IN	
37	JOHN WORTMAN	CALL IN	Bidder
38	Rob Eggen		Rob Eggen Music
39	GAIL EAGLE		St Johns Bank
40	Kevin Euler		St. Johns Bank
41		David Tiffany	Griggs & Howe
42		UMB	BRIAN P. BULAND
43	ERIC JOHNSON		Spencer Fane
44	Scott Goldstein		Spencer Fane
45			
46			
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6PN?

Exhibit B

Final Bid Summary

[see attached]

Notes:

1. The full names of the bidders are

Fortress = CF United Holdings, LLC

Lion = Lion Petroleum, Inc.

SNC = SNC JJ Holdings, LLC

St John's = St. Johns Bank

Sentinel = Sentinel Transportation, LLC

PPRE = PPRE, LLC

GPM = GPM Investments, LLC

2. The dollar amounts do not include the Inventory Adjustment specified in the related Asset Purchase Agreements (for unsold fuel and merchandise as of the Closing Date), which will be an addition to the specified price for each specified location.

3. The "overbid allocation" is an estimate – the actual overbid protection is 3% of the original PPRE purchase price, plus actual expenses capped at \$50,000

LOT NO. STORE NO. LOCATION			Main Document Page 8 of 9												First Lien Holder
			Bid Package #1						Bid Package #2						
			Fortress	Lion	SNC - Credit Bid	St John's - Credit Bid	Sentinal	Total	PPRE	GPM	SNC - Credit Bid	St John's - Credit Bid	Sentinal	Total	
1	20	200 Fabyan Parkway, Batavia, IL	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	UMB as DIP Lender/ WF equipment (disputed)
2	22	201 N Route 47, Sugar Grove, IL	-	-	-	-	-	-	-	-	-	-	-	-	UMB as DIP Lender/WF equipment (disputed)
3	24	331 Rice Lake Square, Wheaton, IL	100,000	-	-	-	-	100,000	101,303	-	-	-	-	101,303	UMB as DIP Lender/WF equipment (disputed)
4	26	2100 W Army Trail, Addison, IL	100,000	-	-	-	-	100,000	101,303	-	-	-	-	101,303	UMB as DIP Lender/WF equipment (disputed)
5	28	2006 Center Avenue, Janesville, WI	727,405	-	-	-	-	727,405	736,887	-	-	-	-	736,887	Sun Life/WF equipment (disputed)
6	29	8209 Burden Road, Machesney, IL	521,412	-	-	-	-	521,412	-	400,000	-	-	-	400,000	Sun Life/WF equipment (disputed)
7	35	Route 34 & Griswold, Sandwich, IL	100,000	-	-	-	-	100,000	101,303	-	-	-	-	101,303	St Johns Bank/WF equipment (disputed)
8	38	28 W 244 Warrenville, IL	175,000	-	-	-	-	175,000	177,281	-	-	-	-	177,281	Sun Life/WF equipment (disputed)
9	41	5149 W 79 Street, Burbank, IL	801,255	-	-	-	-	801,255	811,699	-	-	-	-	811,699	Sun Life/WF equipment (disputed)
10	44	14747 159th, Lockport, IL	1,438,197	-	-	-	-	1,438,197	1,456,944	-	-	-	-	1,456,944	Sun Life/WF equipment (disputed)
11	45	15229 S. Cicero, Oak Forest, IL	150,000	-	-	-	-	150,000	151,955	-	-	-	-	151,955	Sun Life/WF equipment (disputed)
12	46	18280 S Pulaski Rd. Country Club Hills, IL	217,507	-	-	-	-	217,507	220,342	-	-	-	-	220,342	Sun Life/WF equipment (disputed)
13	47	323 Ridge Road, Munster, IN	1,619,224	-	-	-	-	1,619,224	1,640,330	-	-	-	-	1,640,330	Sun Life/WF equipment (disputed)
14	51	11919 Fort Street, Omaha, NE	-	350,000	-	-	-	350,000	-	175,000	-	-	-	175,000	UMB/Sun Life/WF equip (disputed)
15	53	611 East Broadway, Council Bluffs, IA	-	350,000	-	-	-	350,000	-	175,000	-	-	-	175,000	UMB/Sun Life/WF equip (disputed)
16	54	503 9th Avenue, Council Bluffs, IA	-	300,000	-	-	-	300,000	-	100,000	-	-	-	100,000	UMB/Sun Life/WF equip (disputed)
17	55	1200 Locust St. Glenwood, IA	-	1,800,000	-	-	-	1,800,000	-	1,550,000	-	-	-	1,550,000	UMB/Sun Life/WF equip (disputed)
18	60	429 Veterans Mem. Hwy. Council Bluffs, IA	-	150,000	-	-	-	150,000	-	-	-	-	-	-	Sun Life/WF equipment (disputed)
19	61	15809 S Rt 59, Plainfield, IL	50,000	-	-	-	-	50,000	-	50,652	-	-	-	50,652	UMB as DIP Lender/WF equipment (disputed)
20	63	2301 S. Banker Suite B, Effingham, IL	74,741	-	-	-	-	74,741	-	-	-	75,000	-	75,000	St Johns Bank
21	64	1104 W Fayette, Effingham, IL	529,930	-	-	-	-	529,930	-	100,000	-	-	-	100,000	St Johns Bank
22	65	703 S. Maple, Mulberry Grove, IL	-	-	174,999	-	-	174,999	-	-	310,000	-	-	310,000	SNC
23	68	2301 S. Banker, Effingham, IL	173,363	-	-	-	-	173,363	-	20,000	-	-	-	20,000	St Johns Bank
24	71	1302 S. West St., Olney, IL (closed)	-	-	25,000	-	-	25,000	-	-	100,000	-	-	100,000	SNC
25	72	1500 S. Rout 127, Greenville, IL	49,729	-	-	-	-	49,729	-	-	-	50,000	-	50,000	St Johns Bank
26	74	491 Franklin St., Carlyle, IL	200,797	-	-	-	-	200,797	-	100,000	-	-	-	100,000	St Johns Bank
27	75	1706 W. Main, Salem, IL	754,923	-	-	-	-	754,923	-	1,218,000	-	-	-	1,218,000	St Johns Bank
28	78	101 W. Cumberland, St. Elmo, IL	-	120,000	-	-	-	120,000	-	120,000	-	-	-	120,000	SNC
29	79	1507 W. Fayette, Effingham, IL	100,000	-	-	-	-	100,000	-	15,000	-	-	-	15,000	St Johns Bank
30	84	610 E. Main, Carmi, IL	232,499	-	-	-	-	232,499	-	-	417,001	-	-	417,001	SNC
31	88	640 W. Main, Benton, IL	382,715	-	-	-	-	382,715	-	-	-	385,000	-	385,000	St Johns Bank
32	89	617 W. Broadway, Centralia, IL	100,505	-	-	-	-	100,505	-	-	370,000	-	-	370,000	SNC
33	90	3200 W. Broadway, Mount Vernon, IL	37,497	-	-	-	-	37,497	-	-	-	300,000	-	300,000	St Johns Bank
34	92	101 E. Fayette, Effingham, IL	-	-	94,999	-	-	94,999	-	95,000	-	-	-	95,000	SNC
35	93	506 E. Elm, Gillespie, IL	-	-	25,000	-	-	25,000	-	-	200,000	-	-	200,000	SNC
36	94	600 N. Park, Herrin, IL (closed)	-	-	-	25,000	-	25,000	-	-	-	25,000	-	25,000	St Johns Bank
37	95	Hwy 37 North, Salem, IL (1120 N. Vail Salem IL)	123,283	-	-	-	-	123,283	-	20,000	-	-	-	20,000	St Johns Bank
38	96	201 N Park Rt. 48, Sesser, IL	-	-	25,000	-	-	25,000	-	-	350,000	-	-	350,000	SNC
39	97	309 Springcreek Rd., Montrose, IL	240,016	-	-	-	-	240,016	-	230,000	-	-	-	230,000	Aldrich
40	98	601 Iowa St. Edgewood, IL	-	365,000	-	-	-	365,000	-	350,000	-	-	-	350,000	Aldrich
41	19	10 South Randall Road, Algonquin, IL	-	-	-	-	-	-	-	-	-	-	-	-	UMB as DIP Lender
42	21	12819 143 rd Street, Lockport, IL	-	-	-	-	-	-	-	-	-	-	-	-	UMB as DIP Lender
43	23	2501 Light Road, Oswego, IL	-	-	-	-	-	-	-	-	-	-	-	-	UMB as DIP Lender
44	n/a	10777 Barkley Street, Overland Park, KS	-	-	-	-	-	-	-	-	-	-	-	-	UMB as DIP Lender
45	n/a	Fran Transport Assets	-	-	-	-	285,000	285,000	-	-	-	-	285,000	285,000	Wells Fargo (disputed)
46	n/a	102 Cumberland Road, Altamont, IL	-	-	-	-	-	-	-	-	-	-	-	-	UMB as DIP Lender
47	n/a	G&G assets	-	-	-	-	-	-	-	-	-	-	-	-	Wells Fargo (disputed)
		vacant land	-	30,000	-	-	-	30,000	-	25,000	-	-	-	25,000	
		Overbid allocation	-	-	-	-	-	-	-	204,000	-	-	-	204,000	
		TOTALS	\$ 9,000,000	\$ 3,465,000	\$ 344,998	\$ 25,000	\$ 285,000	\$ 13,119,996	\$ 5,499,347	\$ 4,947,652	\$ 1,747,001	\$ 835,000	\$ 285,000	\$ 13,314,000	

Exhibit C

Current Desired 365 Contracts

Non-Debtor Counterparty	Nature of Contract or Lease	Proposed Cure Amount
RICE LAKE SQUARE LP GROSVENOR - RICE LAKE DIV-#29 PO BOX 823523 PHILADELPHIA, PA 19182-3523	Lease in Wheaton, IL (store 24)	39,901.80
VANGEMERT, LAURA 43 W 873 HAWKEYE DRIVE ELBURN, IL 60119	Lease in Addison, IL (store 26)	24,996.00
Nor-Am Service Corporation 12520 S. 71 Hwy Grandview, MO 64030	Lease Agreement in Plainfield, IL (store 61)	19,161.00